

INTERAGENCY BANK MERGER ACT APPLICATION

Public reporting burden for this collection of information is estimated to average 30 and 18 hours for nonaffiliate and affiliate transactions, respectively, including the time to gather and maintain data in the required form, to review instructions, and to complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Office of the Executive Secretary, Federal Deposit Insurance Corporation, 550 17th Street, NW, Washington, DC 20429; Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551; Licensing Policy and Systems Division, Comptroller of the Currency, 250 E Street, S.W., Washington, DC 20219; or Corporate Activities Division, Office of Thrift Supervision, 1700 G Street, N.W., Washington, DC 20552; and to the Office of Management and Budget, Paperwork Reduction Project, Washington, DC 20503.

An organization or a person is not required to respond to a collection of information unless it displays a currently valid OMB control number.

GENERAL INFORMATION AND INSTRUCTIONS

Preparation and Use

This application is used to effect a transaction under section 18(c) of the Federal Deposit Insurance Act (FDIA), as amended (12 U.S.C. 1828(c)), and for national banks, 12 U.S.C. 215, 215a. This application is used for a merger, consolidation, or other combining transaction between nonaffiliated parties as well as to effect a corporate reorganization between affiliated parties (affiliate transaction).

An affiliate transaction refers to a merger, consolidation, other combination, or transfer of any deposit liabilities, between depository institutions that are controlled by the same holding company. It includes a business combination between a depository institution and an affiliated interim institution. Applicants proposing affiliate transactions are not required to complete questions 12 through 14 of this form.

All questions must be answered with complete and accurate information that is subject to verification. If the answer is "none," "not applicable," or "unknown," so state. Answers of "unknown" should be explained. The questions in the application are not intended to limit the Applicant's presentation nor are the questions intended to duplicate information supplied on another form or in an exhibit. For such information, a cross reference to the information is acceptable. Supporting information for all relevant factors, setting forth the basis for Applicant's conclusions, should accompany the application. The regulatory agency may request additional information. Provide the approximate approval date needed to consummate.

For additional information regarding the processing procedures and guidelines and any supplemental information that may be required, please refer to the appropriate regulatory agency's procedural guidelines (i.e., *Comptroller's Corporate Manual*, the FRB's *Processing Application Through the Federal Reserve System* and *Applications Procedures Manual*, the FDIC's Rules and Regulations [12 C.F.R. 303] and Statement of Policy on Bank Merger Transactions, or the OTS' *Application Processing Handbook*) or contact the agency directly for specific instruction.

Insurance Fund Conversions and Oakar Transactions

With the prior approval of the FDIC, Section 5(d)(2) of the FDIA (12 U.S.C. 1815(d)(2)) allows an insured depository institution to convert from a Bank Insurance Fund (BIF) or Savings Association Insurance Fund (SAIF) member or from a SAIF to a BIF member. Insurance fund exit and entry fees apply.

Section 5(d)(3) of the FDIA (12 U.S.C. 1815(d)(3)), pertaining to Oakar transactions, permits a direct merger or a purchase and assumption transaction by which a member of BIF or SAIF assumes deposits insured by the other insurance fund subject to the satisfaction of certain conditions.

If applying for approval of a transaction covered by either Section 5(d)(2) or 5(d)(3), check the appropriate box on Page 1 of this form.

Interim Charters and Federal Deposit Insurance

An interim state or federal depository institution charter may be used to facilitate a merger or consolidation. An interim institution is one that does not operate independently but exists, usually for a very short period of time, solely as a vehicle to accomplish a combination (for example, to facilitate the acquisition of 100 percent of the voting shares of an existing depository institution). The processing procedures and guidelines for chartering an interim institution may be found in the guidelines of the appropriate regulatory agency.

Applicants should contact the FDIC to discuss relevant deposit insurance requirements. An application for deposit insurance is not required in connection with a merger between a federally chartered interim institution and an existing FDIC-insured depository institution, including those instances in which the resulting institution is to operate under the charter of the federal interim. However, an application for deposit insurance is required if a state-chartered interim bank or savings association is to be insured. Mergers between an FDIC-insured institution and a noninsured institution are subject to FDIC approval under section 18(c)(1) of the FDIA (12 U.S.C. 1828(c)(1)).

In making its determination to grant deposit insurance under section 5(a) of the FDIA (12 U.S.C. 1815(a)), the FDIC will consider the factors enumerated in section 6 of the FDIA (12 U.S.C. 1816). If applying for deposit insurance under section 5(a), check the appropriate boxes on the top of Page 1 of this form and include with this application any additional relevant information.

Establishment of Branches and Branch Closings

This Interagency Bank Merger Act Application will be deemed to constitute an application pursuant to section 9 of the Federal Reserve Act (12 U.S.C. 321) in the case of state member banks, section 18(d) of the FDIA (12 U.S.C. 1828(d)) for other state-chartered banks, and 12 U.S.C. 36 for national banks to operate the Target's branches.

If a branch is closed as a result of a merger, consolidation, or other combination, refer to the Interagency Policy Statement on Branch Closings and applicable law for branch closure notice requirements (12 U.S.C. 1831r-1).

Notice of Publication

An Applicant must publish notice of the proposed acquisition in a newspaper of general circulation in the community or communities in which the main office of each of the parties to the transaction is located (12 U.S.C. 1828(c)(3)). Contact the appropriate regulatory agency for the specific requirements of the notice of publication.

Confidentiality

In general, requests for confidential treatment of specific portions of the application must be submitted in writing concurrently with the submission of the application and must discuss the justification for the requested treatment. Applicant's reasons for requesting confidentiality should specifically demonstrate the harm (e.g., to its competitive position, invasion of privacy) that would result from public release of information (5 U.S.C. 552). Information for which confidential treatment is requested should be (1) specifically identified in the public portion of the application (by reference to the confidential section); (2) separately bound; and (3) labeled "Confidential." Applicant should follow the same procedure regarding a request for confidential treatment with regard to the subsequent filing of supplemental information to the application.

An Applicant should contact the appropriate regulatory agency for specific instructions regarding requests for confidential treatment. The appropriate regulatory agency will determine whether the information submitted as confidential will be so regarded and will advise the Applicant of any decision to make available to the public information labeled as "Confidential."

INTERAGENCY BANK MERGER APPLICATION

Check all that apply:

Type of Filing	Form of Transaction	Filed Pursuant To
<input type="checkbox"/> Affiliate/Corporate Reorganization	<input type="checkbox"/> Merger	<input type="checkbox"/> Section 18(c), FDIA
<input type="checkbox"/> Combination with Interim Depository Institution	<input type="checkbox"/> Consolidation	<input type="checkbox"/> Section 5(d)(2), FDIA
<input type="checkbox"/> Nonaffiliate Combination	<input type="checkbox"/> Purchase and Assumption	<input type="checkbox"/> Section 5(d)(3), FDIA
<input type="checkbox"/> Other _____	<input type="checkbox"/> Branch Purchase and Assumption	<input type="checkbox"/> 12 U.S.C. 215, 215a
	<input type="checkbox"/> Other _____	<input type="checkbox"/> Section 5(a), FDIA

Applicant Depository Institution

Name	ID Number*	
Street		
City	State	Zip Code

Target Institution

Name	ID Number*	
Street		
City	State	Zip Code

Resultant Institution (if different than Applicant)

Name	ID Number*	
Street		
City	State	Zip Code

Contact Person

Name	Title/Employer	
Street		
City	State	Zip Code
Telephone Number		Fax Number

*Refers to charter, docket, certificate, or RSSD ID number from the OCC, OTS, FDIC, and FRB, respectively.

INTERAGENCY BANK MERGER APPLICATION

1. Describe the transaction's purpose, structure, significant terms and conditions, and financing arrangements, including any plan to raise additional equity or incur debt.
2. Provide a copy of (a) the executed merger or transaction agreement, including any amendments, (b) any board of directors' resolutions related to the transaction, and (c) interim charter, names of organizers, and related documents, if applicable.
3. Describe any issues regarding the permissibility of the proposal with regard to applicable state or Federal laws or regulations (e.g., nonbank activities, branching, qualified thrift lender's test).
4. Describe any nonconforming or impermissible assets or activities that Applicant or Resultant Institution may not be permitted to retain under relevant law or regulation, including the method of and anticipated time period for divestiture or disposal.
5. Provide the indicated financial information and describe the assumptions used to prepare the projected statements, including those about the effect of the merger transaction. Material changes between the date of the financial statements and the date of the application should be disclosed. If there are no material changes, a statement to that effect should be made.
 - a. Pro Forma Balance Sheet, as of the end of the most recent quarter and for the first year of operation after the transaction. Indicate separately for the Applicant and Target Institution each principal group of assets, liabilities, and capital accounts; debit and credit adjustments (explained by footnotes) reflecting the proposed acquisition; and the resulting pro forma combined balance sheet. Goodwill and all other intangible assets should be listed separately on the balance sheet. Indicate the amortization period and method used for any intangible asset and the accretion period of any purchase discount on the balance sheet.
 - b. Projected Combined Statement of Income for the first year of operation following consummation.
 - c. Pro Forma and Projected Regulatory Capital Schedule, as of the end of the most recent quarter and for the first year of operation, indicating:
 - Each component item for Tier 1 (Core) and Tier 2 (Supplementary) Capital, Subtotal for Tier 1 and Tier 2 Capital (less any investment in unconsolidated or nonincludable subsidiaries); Total Capital.
 - Total risk-weighted assets.
 - Capital Ratios: (1) Tier 1 capital to total risk-weighted assets; (2) Total capital to total risk-weighted assets; and (3) Tier 1 capital to average total consolidated assets (leverage ratio).
6. List the directors and senior executive officers of the Resultant Institution and provide the name, position with and shares held in Resultant Institution or holding company, and principal occupation (if a director).
7. For the combining institutions, list any significant anticipated changes in services or products that will result from the consummation of the transaction. If any services or products will be discontinued or fees increased, describe and explain the reasons.
8. Discuss the effect of the proposed transaction on the Community Reinvestment Act (CRA) assessment area served by the Applicant or Resultant Institution, including lending, investments, and services. Include a copy of the description of the assessment area, if adjusted. For Applicant or Target which has received a CRA composite rating of "needs to improve" or "substantial noncompliance" institution-wide or where applicable in a state or a multi-state MSA, or has received an evaluation of less than satisfactory performance in an MSA or in the non-MSA portion of a state in which the applicant is expanding as a result of the combination, describe the specific actions, if any, that have been taken to address the deficiencies in the institution's CRA performance record since the examination.
9. The Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994 imposes additional considerations for certain interstate mergers between insured banks. Savings associations are not subject to 12 U.S.C. 1831u. If subject to these provisions, discuss authority; compliance with state age limits and host state(s) filing requirements; and applicability of nationwide and statewide concentration limits. In addition, discuss any other restrictions that the states seek to apply

(including state antitrust restrictions).

10. List all offices that (a) will be established or retained as branches, including the main office, of the Target Institution, (b) are approved but unopened branch(es) of the Target Institution, including the date the current federal and state agencies granted approval(s), (c) are existing branches that will be closed as a result of the proposal and indicate the effect on the branch customers served, and (d) are being retained as branches in the Applicant's original home state in the event Applicant is relocating its main office to another state. For each branch, list the popular name, street address, city, county, state, and ZIP code.
11. If filing with the OTS, provide the information to satisfy the requirements of 12 C.F.R. 563.22(d)(1)(vi).

A nonaffiliate transaction also must reply to items 12 through 14.

12. Discuss the effects of the proposed transaction on existing competition in the relevant geographic market(s) where Applicant and Target Institution operate. Applicant should contact the appropriate regulatory agency for specific instructions to complete the competitive analysis.
13. If the proposed transaction involves a branch sale or any other divestiture of all or any portion of the bank, savings association or nonbank company to mitigate competitive effects, discuss the timing, purchaser, and other specific information.
14. Describe any management interlocking relationships (12 U.S.C. 3201-3208) that currently exist or would exist following consummation. Include a discussion of the permissibility of the interlock with regard to relevant laws and regulations.

CERTIFICATION

We hereby certify that our board of directors, by resolution, has authorized the filing of this application, and that to the best of our knowledge, it contains no misrepresentations or omissions of material facts. In addition, we agree to notify the agency if the facts described in the filing materially change prior to receiving a decision or prior to consummation. Any misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject us to legal sanctions provided by 18 U.S.C. 1001 and 1007.

Signed this _____ day of _____, _____.

(Applicant) by

(Signature of Authorized Officer)¹

(Typed Name)

(Title)

(Target) by

(Signature of Authorized Officer)¹

(Typed Name)

(Title)

¹ In multiple-step combinations, applicants should ensure that authorized officers of the combining institutions sign.

COMPTROLLER OF THE CURRENCY

OFFICE OF THRIFT SUPERVISION

SUPPLEMENT TO INTERAGENCY BANK MERGER ACT APPLICATION

All OCC and OTS applicants should provide the following supplemental information with their application:

15. If any of the combining institutions have entered into commitments with community organizations, civic associations, or similar entities concerning providing banking services to the community, describe the commitment.
16. If the Resultant Institution will not assume the obligations entered into by the Target Institution, explain the reasons and describe the impact on the communities to be affected.